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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 303.
ACCEPTED FOR FILING, MAY 13th. 1959.

WAYNE PETROLEUMS LIMITED
Full corporate name of Company

Incorporated in Ontario under The Companies Act by Letters Patent dated the 19th day of November, 1948 and Supplementary Letters Patent dated February 17, 1955 and Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by September 12, 1956. Letters Patent dated May 1st, 1957)

FILING STATEMENT

Reference is made to previous Filing Statement No. 270.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

MAY 14 1959

1. Head office address and any other office address.	Suite 33, 25 Melinda Street, Toronto, Ontario.										
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and option agreement on treasury shares. See #7 below.										
3. Names, addresses and chief occupations for the past five years of officers and directors.	President & Director: Alan Rutherford Butler Lowe, Apt. 304, 394 Avenue Road, Toronto, Ontario, and R.R.#1, Goodwood, Ontario, - Broker. Vice-President & Director: John Sullivan, 13417-122 Avenue, Edmonton, Alta. - General Contractor. Secretary-Treasurer & Director: George Warren Armstrong, 355 Mt. Pleasant Road, Toronto, Ontario - Solicitor. Director: Patrick Joseph Hughes, Uranium City, Saskatchewan, - Prospector. Director: Clifford Marshall Hames, Apt. 506, 394 Avenue Road, Toronto, Ontario - Solicitor.										
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 Issued: 2,600,000										
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None.										
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>(1) John Fortune, 10419-92nd Street, Edmonton, Alta.</td><td>300,000</td></tr><tr><td>(2) Thomson, Kernaghan & Co., 67 Richmond St.W. Toronto, Ont.</td><td>112,682</td></tr><tr><td>(3) Alan R.B. Lowe, Apt. 304, 394 Avenue Road, Toronto, Ont.</td><td>100,000</td></tr><tr><td>(4) James Beatty & Co., 100 Adelaide Street, W. Toronto, Ont.</td><td>52,100</td></tr><tr><td>(5) J.L. Goad & Co., Dominion Bank Building, Toronto, Ont.</td><td>33,180</td></tr></table> Shares in 2, 4 and 5 above are believed to be in street form and the beneficial owners are unknown.	(1) John Fortune, 10419-92nd Street, Edmonton, Alta.	300,000	(2) Thomson, Kernaghan & Co., 67 Richmond St.W. Toronto, Ont.	112,682	(3) Alan R.B. Lowe, Apt. 304, 394 Avenue Road, Toronto, Ont.	100,000	(4) James Beatty & Co., 100 Adelaide Street, W. Toronto, Ont.	52,100	(5) J.L. Goad & Co., Dominion Bank Building, Toronto, Ont.	33,180
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(5) J.L. Goad & Co., Dominion Bank Building, Toronto, Ont.	33,180										
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated the 11th day of May, 1959, Chesapeake Limited on behalf of a client Kawartha Investment Corporation Limited, subject to the approval of the Toronto Stock Exchange, agreed to underwrite 200,000 shares of the Company's stock at 15¢ per share and was granted successive three month options on 200,000 share /at 15¢, 20¢, 25¢ and 30¢ per share. blocks										
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons having any interest in Kawartha Investment Corporation Limited or the shares underwritten or optioned by the said Kawartha Investment Corporation Limited either directly or indirectly are: Patrick Joseph Hughes, Uranium City, Saskatchewan; George Warren Armstrong, 355 Mt. Pleasant Road, Toronto, Ont. and Clifford Marshall Hames, 394 Avenue Road, Toronto, Ont.										
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	270,000 escrowed with Chartered Trust Company, Toronto, Ontario subject to release only upon the consent of the Toronto Stock Exchange and the Board of Directors of the Company.										
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	John Fortune, 10419 - 92nd Street, Edmonton, Alberta. Owner of all escrowed shares.										

FINANCIAL STATEMENTS

WAYNE PETROLEUMS LIMITED
(Formerly Trend Petroleum Limited)
Incorporated under the Laws of Ontario
BALANCE SHEET FEBRUARY 28, 1959

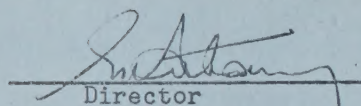
ASSETS

Current Assets			
Cash on hand and in Bank			\$ 21,710.71
Investments			
Jerd Petroleum Limited (as cost)			
3,384 5% non-cumulative redeemable preferred shares of \$10.00 each	\$ 33,840.00		
13,600 common shares of no par value	2,160.00	\$ 36,000.00	
Alouette Mines Limited (nominal value)			
10,000 common shares par value \$1 ea.		1.00	
Canadian Morocco Mining Company Limited (Nominal value)			
10,000 common shares of no par value		1.00	36,002.00
Fixed Assets			
Mining claims	15,000.00		
Interest in Leases	669,716.59		
Completed Wells	391,679.06		
Wellsite Equipment	5,736.03		1,082,131.68
Deferred Assets			
Abandoned Wells	\$ 191,873.71		
Exploration and Administration expenses as per attached statement	344,584.51		
Organization Expenses	13,109.47		
			<u>549,567.69</u>
			<u>\$ 1,689,412.08</u>

LIABILITIES

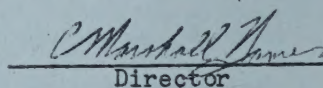
Current Liabilities			
Accounts Payable			\$ 2,565.71
Capital			
Authorized 5,000,000 shares no par value			
Issued and fully paid			
2,300,000 shares no par value	\$1,806,950.00		
Deficit			
Write off of mining properties	\$115,500.50		
Loss on investment transactions			
Balance October 31, 1958	\$3,604.13		
Add: Write down of investments	999.00	4,603.13	120,103.63
			<u>1,686,846.37</u>
			<u>\$ 1,689,412.08</u>

Approved on Behalf of the Board


Director

"G.W. Armstrong"

"C.M. Hames"


Director

Note: On April 10, 1959 the Directors of the Company authorized the issue of 300,000 shares of the capital stock of the Company for a total value of \$45,000.00 as consideration for the option on CJ-10 Group of claims Yellowknife, N.W.T. which option the Company entered into March 10, 1959 with John Fortune.

WAYNE PETROLEUMS LIMITED STATEMENT OF DEFERRED EXPLORATION AND ADMINISTRATION EXPENSES FOR THE FOUR MONTHS ENDED FEBRUARY 28, 1959

Balance November 1, 1958			344,439.88
Administration			
Bank Charges	16.85		
Directors Fees	225.00		
Legal and Audit	500.00		
Miscellaneous	25.83		
Shareholders information	313.09	1,180.77	
Stock Exchange Fee	100.00		
Exploration			
Equipment Maintenance	278.00		
Licences and Taxes	86.56		
Miscellaneous	3.51	368.07	
		<u>1,548.84</u>	
Less - Gas Well Income	895.58		
Oil Well Income	182.38		
Interest Income	326.25	1,404.21	144.63
			<u>\$ 344,584.51</u>

SCHEDULE OF INVESTMENTS AS AT FEBRUARY 28, 1959 - SCHEDULE 'B'

	<u>Cost</u>	<u>Schedule B Market</u>
Jerd Petroleums Limited		
3,384 5% non-cumulative preferred shares of \$1.00 each	\$33,840.00	Not Available
13,600 common shares of no par value	2,160.00	Not Available
Alouette Mines Limited		
10,000 common shares par value \$1 each	nil	nil
Canadian Morocco Mining Company Limited		
10,000 common shares of no par value	17,000.00	nil

SCHEDULE OF ACCOUNTS PAYABLE FEBRUARY 28, 1959 SCHEDULE A

Western Decalta Petroleum Limited	1,304.05
Chartered Trust Company	1,051.80
Miscellaneous	209.86
	<u>\$ 2,565.71</u>

STATEMENT OF RECEIPTS AND PAYMENTS
FEBRUARY 28, 1959 to APRIL 30, 1959

Receipts		
Oil and Gas Revenue	472.15	
Sale of Equipment	<u>1,111.12</u>	1,583.27
Payments		
Directors Fees	150.00	
Engineering Fees	500.00	
Government Fees	1.10	
Lease Rental	336.76	
Legal	125.00	
Management Fees	200.00	
Miners License	100.00	
Printing, Postage, Stationery and Shareholders information	405.59	
Rent of office	25.00	
Secretary Fee	200.00	
Stock Exchange Fee	100.00	
Travel	<u>451.03</u>	<u>2,594.48</u>
Excess of Expenditure over Revenue		<u>\$ 1,011.21</u>

11. Brief statement of company's chief development work during past year.	(1) Further investment in Buffalo-Atlee-Jenner gas project during 1958. Now complete and delivery of gas commenced in November, 1958. (2) Preliminary work on Mattagami Area claims.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	(1) Funds will be used for general corporate purposes and in particular, for further work on the optioned claims in the Yellowknife area, Northwest Territories. (2) The Company intends to maintain exploration department.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Reference is made to Schedule "B" of the Financial Statement as to investments in shares of other companies.
14. Brief statement of any lawsuits pending or in process against company or its properties.	None.
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present directors of the Company, through ownership of shares and ability to receive proxies, including proxy on escrowed shares, are believed to be in a position to control the Company.
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	There is an outstanding option on 19 claims in the Yellowknife area, Northwest Territories, and if exercised the Company is required to issue a further 250,000 vendor shares, 10% free and 90% escrowed, subject to release only upon the consent of the Toronto Stock Exchange and the Board of directors of the Company.
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None.
19. Statement of any other material facts and if none, so state.	None.

DATED May 12th, 1959.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"Alan R. B. Lowe"

Alan R. B. Lowe

"G. W. Armstrong"

G. W. Armstrong

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

CHESAPEAKE LIMITED

"J. L. Goad, Jr."

J. L. Goad, Jr.

"J. B. Goad"